

## **LAMINA FOUNDRIES LIMITED**

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### **NOTICE**

**Notice** is hereby given that the **Thirty Sixth Annual General Meeting (AGM)** of the members of Lamina Foundries Limited will be held on **28<sup>th</sup> September 2017** at **12.15 p.m.** at **Justice K S Hegde Institute of Management Auditorium, Nitte-574110**, to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31-03-2017 and the report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. N K Thingalaya (DIN 00019226), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri J Surendra Reddy ( DIN 000109421), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sri J M Nagaraj (DIN 00238633), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:  
"Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the appointment of Mr. P Venugopal (M. No. 020119), as the Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty Seventh Annual General Meeting, be and is hereby ratified".

Resolved further that the Board of Directors, be and is hereby authorised to fix the remuneration payable to the auditor in consultation with him.

#### **SPECIAL BUSINESS :**

6. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:  
RESOLVED THAT, pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Company hereby approves the re-appointment of Mr. Gopalkrishna Shenoy, (holding DIN 00043378) as the Managing Director of the Company for a period of 3 years w.e.f. 07.11.2017, on

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the remuneration and on such other terms and conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT, notwithstanding anything hereinabove contained where, in any financial year during his tenure, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Gopalkrishna Shenoy, the remuneration by way of salary, perquisites and other allowances as aforesaid as a minimum remuneration, subject, however, to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution including an authority to vary or modify the terms and conditions of the appointment

By order of the Board of Directors of  
Lamina Foundries Limited

Mangalore  
29.08.2017

**Shantheri Baliga**  
Company Secretary

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### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of their bank account details to their respective Depository Participants immediately.
3. The Registers of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. The Register of contracts or arrangements maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members are requested to bring their copy of the Annual Report to the Meeting.
6. Members are requested to intimate the changes in their address, if any, and address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Desk No. 6F - 065, 6<sup>th</sup> Floor, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist., Gachibowli, Nanakramguda, Seri Lingampally, Hyderabad - 500 032, Telangana State, India.
7. A copy of the Annual Report 2016-17 along with the Notice of the Annual General Meeting, stating the process and manner of e-voting at 36<sup>th</sup> AGM has been sent by electronic mode to those members who have provided their e-mail ID and posted physical copies to those who have not provided e-mail ID at their registered address and also posted on the website of the Company.
8. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Tuesdays upto and including the date of the Annual General Meeting of the Company.
9. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also e-voting at the AGM, for which purpose the Company has engaged the services of **M/s Karvy Computershare Pvt. Ltd.** The Board of Directors of the Company has appointed Mr. S. S. Ananda Rao, Practising Company Secretary as scrutinizer.

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### **Matter to be included in the notice of AGM in respect of Voting through electronic means:**

Pursuant to the provisions of section 108 of the companies Act, 2013 read with, Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means (remote e-voting) and the business may be transacted through remote e-voting services provided by Karvy Computershare Private Limited.

Procedure and Instructions for e-voting are as under :

- i) Open your web browser during the voting period and navigate to **<https://evoting.karvy.com>**
- ii) Enter the login credentials (i.e. user-id & password) which will be sent to you separately. Your folio/DP Client ID will be your User-ID.

User - ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- ● Event no. followed by Folio Number registered with the company
Password	Your Unique password will be sent to you separately by courier/via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact the toll free No. 1-800-34-54-001 for any further clarifications.
  - iv) Members can cast their vote online from 9:00 am on **Monday on 25<sup>th</sup> September, 2017 and will end it at 5.00 pm on Wednesday 27<sup>th</sup> September, 2017.**
  - v) After entering these details appropriately, click on "LOGIN".
  - vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and
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update any contact details like mobile, #, email ID etc on 1<sup>st</sup> login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the "Event" i.e., "**Company Name**".
- ix) If you are holding shares in Demat form and had logged on to "**https://evoting.karvy.com**" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same, the option "**FOR/AGAINST/ABSTAIN**" for voting .Enter the number of shares (which represents number of votes) under "FOR/AGAINST/ABSTAIN" or alternatively you may partially enter any number in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'
- xi) After selecting the resolution, if you have decided to vote on, click on "SUBMIT" and a confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIS/FIIS/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [anandssrao@gmail.com](mailto:anandssrao@gmail.com) with copy to **evoting@karvy.com**. The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

**A. In case member receives physical copy of the notice of the AGM and Attendance Slip [for members whose email IDs are not registered with the company/Depository Participants(s)] or requesting physical copy :**

- (i) Initial password will be sent separately
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (2) **Voting at AGM** : The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM.

The company will make arrangements of poll papers in this regard at the AGM venue.

### **OTHER INSTRUCTIONS**

- I. In case of queries, you may refer the Frequently Asked Questions (FAQS) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of "<http://evoting.karvy.com>. If you are already registered with Karvy for e-voting then you can use your existing USER ID AND PASSWORD/PIN for casting your vote.

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II. you can also update your mobile number and e-mail id in the user profile details of

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- the folio which may be used for sending future communication(s)
- III. The Members, whose names appear in the register of members/list of Beneficial Owners as on Thursday, 21-09-2017, are entitled to vote on the resolution set forth in this Notice by way of remote e-voting and poll.**
- IV. The remote e-voting period will commence at 9-00 AM on Monday, 25<sup>th</sup> September 2017 and will end at 5-00 PM on Wednesday, 27<sup>th</sup> September 2017.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, 21-09-2017**, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21-09-2017 for both remote e-voting and poll.**
- VI. Any person, who acquires shares of the company and becomes member of the company after dispatch of notice and holding shares as of the cut-off date of 21-09-2017 may obtain the login id and password by sending an email to lafoundry47@hotmail.com or [evoting@karvy.com](mailto:evoting@karvy.com) by mentioning their Folio NO/DP/ID and Client ID No. However, if you are already registered with karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on <http://evoting@karvy.com>.**
- VII. Pursuant to section 107 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2013, voting through polling paper shall also be made available to those members who attend the Annual General Meeting and have not already cast their vote by e-voting.**
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.**
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date, only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.**
- X. Mr. S. ANAND SS RAO, Practising company secretary has been appointed as the scrutinizer to scrutinize the e-voting process and ballot/poll in fair and transparent manner.**
- XI. The scrutinizer shall, immediately after the conclusion of voting at Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated Scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.**
- XII. The results along with the Scrutinizer Report shall be placed on the website of the company and on the website of M/s. Karvy Computershare Private Limited.**

**STATEMENT PURSUANT TO SECTION 102 (1) OF COMPANIES ACT, 2013**